

IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
:
DELPHI CORPORATION, et al. : Case No. 05-44481 (RDD)
:
Debtors. : (Jointly Administered)
:
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AFFIDAVIT OF SERVICE

I, Darlene Calderon, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants LLC, the Court appointed claims and noticing agent for the Debtors in the above-captioned cases.

On May 11, 2009, I caused to be served the documents listed below (i) upon the parties listed on Exhibit A hereto via electronic notification and (ii) upon the parties listed on Exhibit B hereto via postage pre-paid U.S. mail:

- 1) Joint Stipulation and Agreed Order Compromising and Allowing Proof of Claim Number 14347 (SPCP Group, L.L.C. as Assignee of NXP Semiconductors USA, Inc. fka Philips Semiconductors Inc.) (Docket No. 16557) [a copy of which is attached hereto as Exhibit C]
- 2) Final Order Authorizing Debtors to (I) Enter Into Supplemental Second Amendments to Accommodation Agreement with Certain Participating Lenders and (II)(A) Enter Into Related Documents and (B) Pay Fees and Expenses in Connection Therewith ("Final Accommodation Supplemental Second Amendments Order") (Docket No. 16575)
- 3) Order Directing United States Trustee to Disband Official Committee of Equity Secured Holders ("Order Disbanding Equity Committee") (Docket No. 16576)
- 4) Fourteenth Supplemental Order Under 11 U.S.C. §§ 102(1) and 105 and Fed. R. Bankr. P. 2002(m), 9006, 9007, and 9014 Establishing Omnibus Hearing Dates and Certain Notice, Case Management, and Administrative Procedures ("Fourteenth Supplemental Case Management Order") (Docket No. 16589)
- 5) Third Stipulation Authorizing and Directing the Delphi Former Officers and Employees Escrow Agent to Disburse Interim Payments to the Delphi Former Officers and Employees for Defense Costs (Docket No. 16591)

- 6) Stipulation and [Proposed] Order Voluntarily Dismissing Related Appeals Pursuant to Federal Rule of Bankruptcy Procedure 8001(c)(2) (Docket No. 16608)
- 7) Interim Order Authorizing Debtors to (I) Enter Into Third Amendment to Accommodation Agreement with Certain Participating Lenders and (II)(A) Enter into Related Documents and (B) Pay Fees and Expenses in Connection Therewith ("Interim Accommodation Third Amendment Order") (Docket No. 16609)
- 8) Interim Order Ratifying and Approving Debtors' Entry Into (A) Fourth Amendment to Amended and Restated DIP Credit Agreement, (B) First Amendment to Amended and Restated Security and Pledge Agreement, and (C) Related Documents in Connection Therewith ("Interim Fourth Amendment to DIP Credit Agreement Order") (Docket No. 16610)
- 9) Third Order Authorizing and Directing the Delphi Former Officers and Employees Escrow Agent to Disburse Interim Payments to the Delphi Former Officers and Employees for Defense Costs (Docket No. 16614)

On May 11, 2009, I caused to be served the document listed below upon the party listed on Exhibit D hereto via postage pre-paid U.S. mail:

- 10) Joint Stipulation and Agreed Order Compromising and Allowing Proof of Claim Number 14347 (SPCP Group, L.L.C. as Assignee of NXP Semiconductors USA, Inc. fka Philips Semiconductors Inc.) (Docket No. 16557) [a copy of which is attached hereto as Exhibit C]

On May 11, 2009, I caused to be served the documents listed below upon the parties listed on Exhibit E hereto via postage pre-paid U.S. mail:

- 11) Final Order Authorizing Debtors to (I) Enter Into Supplemental Second Amendments to Accommodation Agreement with Certain Participating Lenders and (II)(A) Enter Into Related Documents and (B) Pay Fees and Expenses in Connection Therewith ("Final Accommodation Supplemental Second Amendments Order") (Docket No. 16575)
- 12) Interim Order Authorizing Debtors to (I) Enter Into Third Amendment to Accommodation Agreement with Certain Participating Lenders and (II)(A) Enter into Related Documents and (B) Pay Fees and Expenses in Connection Therewith ("Interim Accommodation Third Amendment Order") (Docket No. 16609)

- 13) Interim Order Ratifying and Approving Debtors' Entry Into (A) Fourth Amendment to Amended and Restated DIP Credit Agreement, (B) First Amendment to Amended and Restated Security and Pledge Agreement, and (C) Related Documents in Connection Therewith ("Interim Fourth Amendment to DIP Credit Agreement Order") (Docket No. 16610)

On May 11, 2009, I caused to be served the documents listed below upon the parties listed on Exhibit F hereto via postage pre-paid U.S. mail:

- 14) Final Order Authorizing Debtors to (I) Enter Into Supplemental Second Amendments to Accommodation Agreement with Certain Participating Lenders and (II)(A) Enter Into Related Documents and (B) Pay Fees and Expenses in Connection Therewith ("Final Accommodation Supplemental Second Amendments Order") (Docket No. 16575)
- 15) Interim Order Authorizing Debtors to (I) Enter Into Third Amendment to Accommodation Agreement with Certain Participating Lenders and (II)(A) Enter into Related Documents and (B) Pay Fees and Expenses in Connection Therewith ("Interim Accommodation Third Amendment Order") (Docket No. 16609)

On May 11, 2009, I caused to be served the document listed below upon the party listed on Exhibit G hereto via postage pre-paid U.S. mail:

- 16) Order Directing United States Trustee to Disband Official Committee of Equity Secured Holders ("Order Disbanding Equity Committee") (Docket No. 16576)

On May 11, 2009, I caused to be served the document listed below upon the parties listed on Exhibit H hereto via postage pre-paid U.S. mail:

- 17) Interim Order Ratifying and Approving Debtors' Entry Into (A) Fourth Amendment to Amended and Restated DIP Credit Agreement, (B) First Amendment to Amended and Restated Security and Pledge Agreement, and (C) Related Documents in Connection Therewith ("Interim Fourth Amendment to DIP Credit Agreement Order") (Docket No. 16610)

Dated: May 14, 2009

/s/ Darlene Calderon

Darlene Calderon

State of California
County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 14th day of May, 2009, by
Darlene Calderon, proved to me on the basis of satisfactory evidence to be the person who
appeared before me.

Signature: /s/ L. Maree Sanders

Commission Expires: 10/1/09

EXHIBIT A

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	EMAIL	PARTY / FUNCTION
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Freescale Semiconductor, Inc.	Richard Lee Chambers, III	6501 William Cannon Drive West	MD: OE16	Austin	TX	78735	512-895-6357	trey.chambers@freescale.com	Creditor Committee Member
Fried, Frank, Harris, Shriver & Jacobson	Brad Eric Sheler Bonnie Steingart Jennifer L Rodburg Richard J Slivinski	One New York Plaza		New York	NY	10004	212-859-8000	rodbuje@ffhsj.com sliviri@ffhsj.com	Counsel to Equity Security Holders Committee
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General Electric Company	Valerie Venable	9930 Kincey Avenue		Huntersville	NC	28078	704-992-5075	valerie.venable@ge.com	Creditor Committee Member
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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: :
: Chapter 11
DELPHI CORPORATION, et al., : Case No. 05-44481 [RDD]
:
Debtors. : Jointly Administered
:
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**JOINT STIPULATION AND AGREED ORDER COMPROMISING
AND ALLOWING PROOF OF CLAIM NUMBER 14347 (SPCP
GROUP, L.L.C. AS ASSIGNEE OF NXP SEMICONDUCTORS
USA, INC. F/K/A PHILIPS SEMICONDUCTORS INC.)**

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC") and Delphi Mechatronic Systems, Inc. ("Mechatronic"), debtors and debtors-in-possession in the above-captioned cases (the "Debtors") and SPCP Group, L.L.C., As Assignee Of NXP Semiconductors USA, Inc. ("NXP"), formerly known as Philips Semiconductor Inc. ("Philips"), (Philips, NXP and SPCP, collectively, the "Claimants") respectfully submit

this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 14347 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8, 2005 (the "Petition Date"), Delphi, together with certain of its U.S. affiliates, including DAS LLC (collectively, the "Debtors"), filed voluntary petitions under chapter 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, (the "Bankruptcy Code"), in the United States Bankruptcy Court for the Southern District of New York (the "Delphi Bankruptcy Court");

WHEREAS, on October 12, 2005, Philips submitted a demand to the Debtors asserting a reclamation claim in the amount of \$1,863,733.39 (the "Reclamation Demand");

WHEREAS, on July 26, 2006, the Debtors and Philips entered into a letter agreement (the "Reclamation Letter Agreement") with respect to the Reclamation Demand, whereby the Debtors and Philips acknowledge and agree that the valid amount of the Reclamation Demand is \$194,274.52 (the "Reclamation Claim"), subject to the Debtors' right to seek, at any time and notwithstanding Philips' agreement to the amount set forth in the Reclamation Letter Agreement, a judicial determination that certain reserved defenses (the "Reserved Defenses") to the Reclamation Claim are valid;

WHEREAS, on July 31, 2006, Philips filed proof of claim number 14347 ("Proof Of Claim No. 14347") against Delphi Corporation. The Proof Of Claim asserts an unsecured non-priority claim in the amount of \$5,486,881.18 for goods sold (the "Claim");

WHEREAS, on March 2, 2007, Philips transferred Proof Of Claim No. 14347 to NXP pursuant to a notice of transfer (Docket No. 7100);

WHEREAS, August 14, 2007, NXP transferred Proof Of Claim No. 14347 to SPCP pursuant to a notice of transfer (Docket No. 9056);

WHEREAS, on July 13, 2007, the Debtors objected to Proof of Claim No. 14347 pursuant to the Debtors' Nineteenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(B) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claim, And (D) Claims Subject To Modification, Tax Claims Subject To Modification, Modified Claims Asserting Reclamation, And Consensually Modified And Reduced Claims (Docket No. 8617) (the "Nineteenth Omnibus Claims Objection");

WHEREAS, the Nineteenth Omnibus Claims Objection seeks to reduce Proof of Claim No. 14347 to a total claim of \$5,171,725.92 comprised of: (a) a \$34,544.50 general unsecured claim against Delphi Mechatronic Systems, Inc.; (b) a reclamation claim in the amount of \$194,274.52 against DAS LLC; and (c) a general unsecured claim in the amount of \$4,942,906.90 against DAS LLC;

WHEREAS, on August 8, 2007, Claimants filed their Response To Debtors' Nineteenth Omnibus Objection (Docket No. 8935) (the "Response") asserting that Proof of Claim No. 14347 should be allowed in the amount asserted;

WHEREAS, on December 21, 2007, pursuant to the Second Amended and Restated Final Order Under 11 U.S.C. §§ 362, 503, and 546 and Fed. R. Bankr. P. 9019 Establishing Procedures for Treatment of Reclamation Claims (Docket No. 10409) (the

"Second Amended Reclamation Order"), entered by the Delphi Bankruptcy Court on October 2, 2007, the Debtors served a copy of a personalized Notice Of Treatment Of Reclamation Claim Under Plan Of Reorganization (the "Reclamation Election Notice") on Claimants with respect to the Reclamation Claim, whereby the Debtors presented Claimants with the option of electing either (i) to take a general unsecured claim for the amount of the Reclamation Claim to the extent that such claim is allowed or (ii) to continue to assert administrative priority status for the Reclamation Claim and have their Reclamation Claim automatically adjourned to a future contested hearing at which the Debtors would seek a judicial determination that the Reclamation Claim is subject to the Debtors' Reserved Defense that the Reclamation Claim is not entitled to administrative priority status on the grounds that the goods and/or the proceeds from the sale of the goods for which the Claimants are seeking a Reclamation Claim are or were subject to a valid security interest (the "Prior Lien Defense");

WHEREAS, the Debtors' records indicate that Claimants failed to return the Reclamation Election Notice;

WHEREAS, pursuant to the Second Amended Reclamation Order, the Claimants agreed to take a general unsecured claim for the amount of the Reclamation Claim and are deemed to have waived their right to assert administrative priority status for their Reclamation Claim (the "Reclamation Claim Waiver");

WHEREAS, on March 17, 2009, to resolve the Reclamation Claim and the Nineteenth Omnibus Claims Objection with respect to the Claim, Delphi, DAS LLC, Mechatronic and Claimants entered into a settlement agreement (the "Settlement

Agreement"); and

WHEREAS, pursuant to the Settlement Agreement, Mechatronic and DAS LLC acknowledge and agree that the Claim shall be allowed in the amount of \$5,250,000 as a general unsecured non-priority claim in favor of SPCP; and

WHEREAS, Mechatronic and DAS LLC are authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.

NOW, THEREFORE, in consideration of the foregoing, the Debtors and Claimants stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$5,250,000 in favor of SPCP and shall be treated as an allowed general unsecured non-priority claim (a) against DAS LLC in the amount of Five Million Two Hundred Fifteen Thousand Four Hundred and Fifty-Five dollars and Fifty cents (\$5,215,455.50); and (b) against Mechatronic in the amount of Thirty-Four Thousand Five Hundred and Forty-Four dollars and Fifty Cents (\$34,544.50).

2. Without further order of the Court, the Debtors are authorized to offset or reduce the Claim for purposes of distribution to holders of allowed claims entitled to receive distributions under any plan of reorganization of the Debtors by the amount of any cure payments made to Philips or to NXP on account of the assumption,

pursuant to section 365 of the Bankruptcy Code, of any executory contract or unexpired lease to which either Philips or NXP are a party.

3. The Reclamation Demand, Response and the Nineteenth Omnibus Claims Objection (as it relates to the Claim) are hereby deemed withdrawn with prejudice.

4. The Settlement Agreement does not impact, alter or affect any other proofs of claim that Claimants have filed or own against the Debtors and relates solely to those matters arising out of or related to the Claim and the Reclamation Claim.

(Continued on Following Page)

5. The Clerk of the Court and/or the Debtors' claims agent are authorized to reflect the foregoing on the official claims register maintained in the Debtors' cases.

Dated: New York, New York
March 18, 2009

DELPHI CORPORATION, et al.
Debtors and Debtors-in-Possession,
By their Bankruptcy Conflicts Counsel,
TOGUT, SEGAL & SEGAL LLP,
By:

/s/ Neil Berger
NEIL BERGER (NB-3599)
A Member of the Firm
One Penn Plaza, Suite 3335
New York, New York 10119
(212) 594-5000

Dated: New York, New York
March 10, 2009

SPCP GROUP L.L.C.
By its Counsel,
EPSTEIN BECKER & GREEN P.C.,
By:

/s/ Anthony B. Stumbo
ANTHONY B. STUMBO (AS 9374)
250 Park Avenue
New York, NY 10177
(212) 351-4500

(Signatures Concluded on Following Page)

Dated: New York, New York
March 16, 2009

NXP SEMICONDUCTORS USA, INC., F/K/A
PHILLIPS SEMICONDUCTORS USA, INC.
By its Counsel,
JAMES W. CASEY, GENERAL COUNSEL
By:

/s/ James W. Casey
VP General Counsel

SO ORDERED

This 13th day of April, 2009
in New York, New York

/s/Robert D. Drain
HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT D

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Delphi Corporation
Special Parties

Company	Contact	Address1	City	State	Zip	Country
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EXHIBIT E

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Ad Hoc Commit Prepetit Lend Dk Acq	Allan Brilliant E Grillo B Harvey	Goodwin Procter Llp	599 Lexington Ave	New York	NY	10022	
Administrative Agent Pre Secured Le	B Angiolilo K Ziman W Russell Jr	Simpson Thacher & Bartlett Llp	425 Lexington Ave	New York	NY	10017	
Agfa Gevaert Nv	Jonathan R Doolittle	Vernill Dana Llp	One Portland Square	Portland	ME	04112	
American Axle & Manufacturing Inc	Robert J Diehl Jr Ralph E McDowell	Bodman Llp	100 Renaissance Ctr 34th Fl	Detroit	MI	48243	
Android Industries Inc	Attn Daniel J Weiner	Schafer & Weiner PLLC	40950 Woodward Ave Suite 100	Bloomfield Hills	MI	48304	
Arc Automotive	Alan Halperin Christopher Battaglia	Halperin Battaglia Raicht Llp	555 Madison Ave 9th Fl	New York	NY	10022	
Arneses Electronics Auto Cordaflex	Deborah M Buell	Cleary Gottlieb Steen & Hamilton	One Liberty Plaza	New York	NY	10006	
Autocam Corporation	John T Gregg Esq	Barnes & Thornburg Llp	300 Ottawa Ave Nw Ste 500	Grand Rapids	MI	49503	
Autoliv North America Inc	Anthony Nellis	Ryan Wolf	5350 Airport Rd	Ogden	UT	84405	
Autoliv North America Inc	Attn Steve LaPlante	Miller Canfield Paddock and Stone PLC	150 West Jefferson Suite 2500	Detroit	MI	48226	
Automodular Assemblies Inc	Attn David Adler Brian F Moore	McCarter & English LLP	245 Park Ave	New York	NY	10167	
Barnes & Thornburg LLP	Attn Michael McCory Mark Owens	Howard County	11 S Meridian St	Indianapolis	IN	46204	
Benteler Automotive Corp	Thomas P Sarb	Miller Johnson 250 Monroe Ave	Nw Ste 800 PO Box 306	Grand Rapids	MI	49501-0306	
Bingham McCutchen LLP	Hillary A Pelletier	One Federal Street		Boston	MA	02110-1726	
Calsonic Kansei Corporation	Attn Roger G Jones	Boult Cummings Conners & Berry PLC	1600 Division Street Suite 700 PO Box 340025	Nashville	TN	37203	
Cami Automotive	Susan Nicholson Esq	Susan Nicholson Esq	300 Ingersoll St PO Box 1005	Ingersoll	ON	N5C4A6	CA
Cohen Weiss & Simon LLP	Joseph J Vitale Bruce Simon Babette Cecotti	330 West 42nd Street		New York	NY	10036	
Dekko Stamping Pent Tech Dekko Tech	Martin E Seifert	Haller & Colvin Pc	444 East Main St	Fort Wayne	IN	46802	
Denso International America Inc	Attn Marc E Richards	Blank Rome LLP	405 Lexington Avenue	New York	NY	10174	
Equistar Chemicals	Attn Mark S Finkelstein	Shannon Martin Finkelstein & Alvarado PC	2400 Two Houston Center 909 Fannin Street	Houston	TX	77010	
Essex Group	Michael R Seidl	Pachulski Stang Ziehl Young Jones	919 North Market St 17th Fl	Wilmington	DE	19801	
Federal Mogul Corporation	Jonathan Gordon	Sidley Austin Brown & Wood Llp	555 West Fifth St	Los Angeles	CA	90013	
Forhealth Technologies Inc	John G Loughnane	Mccarter & English Llp	225 Franklin St	Boston	MA	02110	
Freescale Semiconductor Inc	Sandra A Riemer Canadice Frost	Phillips Nizer Llp	666 Fifth Ave	New York	NY	10103-0084	
Fujikura America Inc Murata Elect	Paul M Baisier Robert W Dremluk	Seyfarth Shaw Llp	1270 Ave Of The Americas Ste 2500	New York	NY	10020-1801	
Furukawa Electric North America Adp	Michael S McElwee	Michael S McElwee	333 Bridge St Nw Ste 1700	Grand Rapids	MI	49504	
General Electric Company/ Metaldyne Corporation/ Pbr Columbia Llc / Yazaki North America Inc	David G Dragich	Foley & Lardner Llp	1 Detroit Ctr 500 Woodward Ave Ste 2700	Detroit	MI	48226	
General Motors Corporation	M Bienenstock M Kessler J Tanenbaum	Weil Gotshal & Manges Llp	767 Fifth Ave	New York	NY	10153-0119	
General Motors Corporation	Attn Peter D Isakoff	Weil Gotshal & Manges LLP	1300 Eye Street NW Suite 900	Washington	DC	20005	
Gibbs Die Casting Corporation	Michael K Mccrory Wendy D Brewer	Barnes & Thornburg Llp	11 S Meridian St	Indianapolis	IN	46204	
Gw Plastics Inc	J Eric Charlton	Hiscock & Barclay	One Pk PI PO Box 4878	Syracuse	NY	13221	
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Hayes Lemmerz Intl Inc & Lear Corp	Attn Ralph E McDowell	Bodman LLP	100 Renaissance Ctr	Detroit	MI	48243	
Hewlett Packard	Andrew H Sherman	Sills Cummins Epstein & Gross	One Riverfront Plaza	Newark	NJ	07102	
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Kaiser Aluminum & Chemical Corp	Timothy Mehok	Heller Ehrman Llp	7 Times Square	New York	NY	10036-6524	
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Norsk Hydro Canada Inc	Patricia A Borenstein	Miles & Stockbridge Pc	10 Light St	Baltimore	MD	21202	
Omega Tool Corp L&w Engineering Co Southtec Llc Dott Industries Inc Alps Automotive Inc Pioneer Automotive Technologies Inc Lakeside Plastics Limited Android Industries Inc Ai Doraville Llc And Ai Genesee Llc	Sanford P Rosen Kenneth M Lewis	Sanford P Rosen & Associates Pc	747 Third Ave	New York	NY	10017-2803	
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Preferred Sourcing LLC	Attn Randy Wagoner	VP of Finance	3802 North 600 West Ste A	Greenfield	IN	46140	
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Robert Bosch Corp & Affiliates	Gordon J Toering	Warner Nordcross & Judd Llp	900 Fifth Third Ctr 111 Lyon St Nw	Grand Rapids	MI	49503-2487	
Semiconductor Components Llc	John Dawson John Harris S Goldberg	Quarles & Brady Streich Lang Llp	Renaissance One 2 N Central Ave	Phoenix	AZ	85004-2391	
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Textron Fastening Systems Inc	Tracy L Klestadt	Klestadt & Winters Llp	292 Madison Ave 17th Fl	New York	NY	10017-6314	
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Viasystems Group Inc	Daniel J Weber	Daniel J Weber	101 South Harley Rd Ste 400	St Louis	MO	63105	
Visteon	Attn Alan J Schwartz	Jacob & Weingarten PC	2301 W Big Beaver Road Suite 777	Troy	MI	48084	
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Delphi Corporation
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EXHIBIT F

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EXHIBIT G

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EXHIBIT H

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Cadwalader Wickersham & Taft LLP	John J Rapisardi	One World Financial Center		New York	NY	10281	USA